

# **CLAN FORSYTH SOCIETY OF THE U.S.A.**

## **Constitution and By-Laws**

Revised 2009

### **PREAMBLE**

As the Family of Forsyth has with its variants of spellings, lost genealogy, and contact with family and heritage, it is the hope of the Clan Forsyth Society of the United States of America to find, rekindle, and merge together the many families of Forsyth that have gathered on these shores of North America from the earliest of times, lived and died, and while doing so, have raised new generations to the glory of Forsyth.

Along the way our females born of the family have married and taken on a new identity as mothers to another family line that is identified with that of her husband. There is still a flow of Forsyth blood that surges through the heart and veins of her children. Whether bearing the family name of Forsyth or not, the blood of this lineage runs true and red with a definite mark of greatness that constantly comes to the forefront in all professions and all walks of life.

It is with hope and strength that springs from a knowledge that the Creator of this Earth had a purpose and plan in mind when He caused this Earth to take form and life, that we give effort to try and trace our genealogy and heritage back to a not yet known beginning.

Whereas this Society has taken form for these purposes, it is our hope that earthly friendships are formed and kept because some already know and others will come to know that we are all related from a time long since past when this Earth was much younger and life was much simpler and families more closely knit together.

### **ARTICLE I - NAME**

The name of the Society shall be "Clan Forsyth Society of the U.S.A."

### **ARTICLE II - PURPOSE**

The purpose of Clan Forsyth Society of the U.S.A. ("the Society") shall be to promote and support educational, historical, patriotic, and benevolent endeavors. Its aims shall be to:

- A. Promote the general interest of kinship among members and non-members of the Society throughout the United States and with Clan Forsyth Societies worldwide.
- B. Collect and preserve literary, historical, and genealogical records, documents, and relics relating to the Forsyth Families and Individual members thereof.
- C. Remember, honor and promote our heritage.
- D. Mark and dedicate sites with plaques where Ancestors, be it a person, family, or group, should be remembered for special contributions to society.
- E. Render aid to distressed Clansmen.
- F. Honor GOD in all activities.
- G. Develop an active Forsyth Society within each State and officially grant Charters.

### **ARTICLE III - EMBLEMS**

The Crest badge of the Chief of Clan Forsyth is a Griffin on a wreath.

Members shall wear this Crest within a belt-strap and buckle.

The Motto is "Instaurator Ruinae" meaning "A Repairer of Ruin."

The plant badge is Forsythia.

### **ARTICLE IV - THE EXECUTIVE COMMITTEE**

- A. **Executive Committee:** The Executive Committee shall be composed of the five (5) National Elected Officers and the appointed officers provided for under Article VII of these By-Laws. Elected Officers shall serve a two (2) year term, and except as provided herein, all other Committee Members shall serve without limitation; provided, however, all appointed members of the Executive committee shall be listed on the National ballot published in January of even numbered years in order that the general membership may express a sustaining vote of confidence. The sustaining vote of confidence required to remain as a non-elected Executive Committee Member shall be at least seventy five percent (75%) of the votes cast for retention of the non-elected Committee Member. All Executive Committee Members shall remain members of the Executive Committee until his or her elected or appointed successor is qualified; subject, however, to the removal of any Committee Member as provided in these By-Laws. The Executive Committee is also identified as "Trustees Constituting the Initial Governing Board" under Article F of the "Articles of Incorporation," filed "non-profit" in the State of Utah. New officers will supplement or replace initial Board members as terms or appointments expire, members resign, or new positions are created.

- B. General Powers and Qualifications:** All powers of the Society shall be exercised by and under the authority of, and the affairs of the Society shall be managed under the direction of, the Executive Committee. All Committee Members must be natural persons and shall be at least eighteen (18) years of age.
- C. Election and Tenure:** The five (5) elected National Officers shall be President, Eastern Vice-President, Western Vice President, Secretary, and Treasurer. Members from the general membership nominated for these offices shall be placed on the official ballot mailed to the active membership qualified to vote each January of even numbered years. Those officers elected by this ballot shall serve for a term of two (2) years commencing in July of the even numbered year. All other officers shall be appointed as herein set out. Both the Elected and Appointed officers serving on the Executive Committee shall serve in office until his or her successor is qualified; subject, however to the removal of any such Officer, elected or appointed, or Committee member by the members as provided in these By-Laws. All officers constituting the Executive Committee and presently serving as such at the time an Forsyth General Meeting is being held, shall be presented to the body of membership present at the Meeting for a standing vote of confidence.
- D. Regular Meetings:** Except as otherwise provided herein, regular meetings of the Executive Committee may be at such time and place as the Executive Committee shall determine from time to time, but no less frequently than every two (2) years.
- E. Special Meetings:** Special meetings of the Executive Committee may be called by the President for good cause shown, or by any four (4) Committee Members jointly requesting such a meeting.
- F. Notice of Meetings:** Except as otherwise provided herein, regular meetings of the Executive Committee may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Executive Committee must be preceded by at least fourteen (14) days' notice to each Committee Member of the date, time, place, and purpose of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.
- G. Waiver of Notice:** If a Committee Member attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Committee Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- H. Quorum and Voting:** A quorum of the Executive Committee consists of a majority but no fewer than four (4) of the Committee Members then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Committee Members present is the act of the Executive Committee, except as otherwise provided in these By-Laws.
- I. Vacancy:** If a vacancy occurs on the Executive Committee, including a vacancy resulting from an increase in the number of Committee Members or a vacancy resulting from a removal of a Committee Member with or without cause: (a) the

- Executive Committee may fill the vacancy with a suitable candidate upon an affirmative vote of a majority of the Committee Members; or (b) if the Committee Members remaining in office constitute fewer than a quorum of the Executive Committee, the Committee Members may fill all vacancies by an affirmative vote of a majority of the Committee Members remaining in office.
- J. **Removal of Committee Members:** The members may remove any one (1) or more Executive Committee Members, with or without cause, at any special meeting that is specifically called for that purpose.
- K. **Action Without Meeting:** Action that is required or permitted to be taken at a meeting of the Executive Committee may be taken without such a meeting if all Committee Members consent to taking such action without a meeting. If all Committee Members so consent, the affirmative vote of the number of Committee Members that would be necessary to authorize or take such action at a meeting shall be the act of the Executive Committee, except as otherwise provided in these By-Laws. Such consent(s) shall describe the action taken, be in writing, be signed by each Committee Member entitled to vote indicating each signing Committee Member's vote or abstention on the action, and be delivered to the Secretary of the Society and included in the minutes filed with the Society records.
- L. **Indemnification:** With respect to claims or liabilities arising out of service as a Executive Committee Member of the Society, the Society shall indemnify and advance expenses to each present and future Committee Member (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Utah, both as now in effect and as hereafter adopted or amended.
- M. **Immunity:** To the fullest extent allowed by the laws of the State of Utah, both as now in effect and as hereafter adopted or amended, each present and future Committee Member (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Society.
- N. **Telephonic Meetings:** Members of the Executive Committee, or any committee designated by such Executive Committee, may participate in a meeting of Executive Committee members, or committee members, by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear one another, and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.
- O. **Power of the Executive Committee:** The Executive Committee upon a 75% positive vote, shall:
1. Set current rates for dues and restructure when necessary.
  2. Approve budgets and allocation of funds.
  3. Remove any member, after a fair hearing, for "just cause".
  4. Approve candidates for appointed positions that may exist.
  5. Approve candidates for Honorary or Life membership in a "non-dues" status.
  6. Waive dues for a member who applies and shows "just cause".
  7. Have sole authority to issue one (1) Branch Charter per State to the active membership of the Society residing within that State.

## ARTICLE V - MEMBERSHIP

Membership is open to applicants bearing the name of, or proving descent from, a Forsyth, Forsythe, Fearsite, Fersyth, Forsaith, Forsath, Forsayth, Forseth, Forsie, Forsith, Foray, or other spellings yet to be identified. Descent shall mean any person proving this his or her lineage or genealogy traces back through a male or female family member to one of the aforementioned spellings. We refer to each other as "Cousin." A spouse of a deceased blood relationship is eligible for membership. Membership is open to all persons without regard to race or creed.

- A. **Rights and Obligations:** Except as herein set out, each member shall have, and be entitled to, one (1) vote and shall have the same rights and obligations with respect to voting, dissolution, transfer and all other matters as all other members.
- B. **Regular membership:** Open to applicants of adult age under 65 years whether single or married. The household of a married or divorced member is entitled to participate in all events and activities, except voting as described in Article IX. Adult children living at home are encouraged to seek a personal membership.
- C. **Honorary membership:** Up to ten (10) people may be given this honor for special services to the Clan Society. The President, with the consent of the Executive Committee, shall confer this recognition. Payment of dues is not mandatory. An Honorary member has no voting rights and may not hold office.
- D. **Life membership:** Life membership is available as of July 1996. A life membership includes all rights, privileges and obligations of regular membership. A life membership from Clan Forsyth Society of America is not convertible into a Life Membership in Clan Forsyth Society of the U.S.A.
- E. **Senior membership:** Identification status given when a current or prospective blood line member making application has aged to 65 years or more, regardless of the age of their spouse, if married.
- F. **Associate Membership:** Open to others having an interest in the Clan Society, but no blood line relationship. An Associate member pays dues, has voting rights, and may hold an appointed office.
- G. **Visiting Members:** Visitors sponsored by a member in good standing may attend and socialize at our functions but will not have voting privileges.
- H. **Resignation:** A member may resign at any time by delivering to the Secretary of the Society a written notice of such resignation signed by the member, which shall be included in the minutes or corporate records. Termination of membership by resignation terminates the membership of the terminating member's spouse and minor children. A resignation shall not be effective before the date and time the Secretary actually receives written notice of it. A person's membership shall be terminated upon his or her death.
- I. **Expulsion or Suspension:** A member may be expelled or suspended by the Executive Committee, but notice and an opportunity to be heard shall first be given to the member as set forth below, and the expulsion or suspension procedure shall be fair, reasonable and carried out in good faith. (a) The member

shall be given not less than fifteen (15) days' prior written notice of the expulsion or suspension, and the reason(s) therefor; and (b) The member must be given the opportunity to be heard, orally or in writing, by the Executive Committee not less than five (5) days before the effective date of the expulsion or suspension. For purposes of this Section, any written notice given by mail shall be sent postage prepaid by first class United States mail or by certified United States mail, return receipt requested, and sent to the last address of the member shown on the Society's records.

J. **Benefits of Membership:** Benefits of Membership in Clan Forsyth Society of the U.S.A. includes the following:

1. Newsletter from the U.S.A. Society-published January, April, July, and October.
2. Bi-Monthly e-mail Newsletter.
3. Annual newsletter from the parent Society in Scotland.
4. Updated U.S.A. membership card each year upon renewal.
5. Annual membership in the Parent Society in Scotland as part of dues paid.
6. Right to attend Clan Forsyth Society functions.
7. Use of the Clan Society genealogist. (Member to pay the costs incurred.)
8. Certificate of Membership from Clan Forsyth Society of Scotland signed by the Chief of Clan Forsyth and embossed with the Chief's personal seal. This is paid for by the U.S.A. Society and awarded, one time, to each membership verified as being active in the Society for three (3) or more consecutive years. Such awards are conferred each year after the renewal membership grace period has ended. Otherwise eligible members who do not renew their membership until after the expiration of the renewal grace period, together with members whose membership becomes eligible after expiration of the grace period, will be included in the following year's awards.
9. A member may run for, or be appointed to, an office.
10. Any and all new benefits approved by the Executive Committee.

## **ARTICLE VI - DUES**

- A. **Dues:** A "Donation of Dues" is payable by 1 January for that year's active membership. Failure to pay dues by 1 March (extended grace period) places a membership in arrears and on inactive status. Membership may be reinstated by the late payment of dues, plus payment of a \$2.00 fine, or as otherwise provided by these By-Laws. Any member whose membership remains inactive for eight (8) consecutive months shall be terminated as a member, and must reapply to regain membership in the Society.
- B. **New Membership:** A New Membership after January shall pay a full year's dues, and the remaining months past their anniversary date of application of the next year will be pro-rated and paid at that time or at the next January date. This aligns their membership dues payable with all memberships renewing each January.

(E.g. divide the yearly rate by 12 and multiply by the number of months remaining in the year during the partial year of new membership.)

**C. Regular and Associate Membership; Senior Membership; and Life Membership:**

1. Regular and Associate Membership shall pay a "full" donation of dues from which a portion is dedicated for promotional activities and hosted tents at festivals.
2. Senior Membership dues shall be equal to one-half (1/2) that amount set for a regular membership with no portion dedicated for promotional activities and hosted tents.
3. Life Membership status may be purchased for twenty (20) times the then-current annual dues, and paid in a one time, lump sum, or in consecutive annual installments of not less than two (2) times the then-current annual dues, each January, until the full amount due is paid in full. During the period prior to the time payment in full is received, the membership will be recorded as a Life Membership "in Transition."
4. Life Membership "in Transition": Should a member purchasing a Life Membership in installments become eligible for Senior status during the period in which installment donations are being made, the remaining balance due shall be reduced by fifty percent (50%) the immediate, following January. This adjustment shall not retroactively effect any payments made prior to that date, and continual annual payments are expected until the new, lower adjusted obligation is paid in full.
  - a. A Life Membership "in Transition" may be converted into a regular or senior membership within the first five (5) years by a written request to the President, and upon approval by the Executive Committee. The donations paid through the date of such approval will be pro-rated at the "then-current" annual rate to extend the paid up membership to the future date. Rebates on a membership are not refundable to a member, a surviving relative, nor transferred as payment to another's membership.
  - b. The Society may terminate a Life Membership "in Transition" if that member fails to make a consecutive annual payment, and without reason, fails to notify the Society within the grace Period limitation. Reinstatement is possible, if this member responds to a Society notification within 30 days. A \$2.00 fine plus a late payment will bring this membership current. See section (a) above.

**ARTICLE VII - OFFICERS**

Elective term of office for all officers shall be two (2) years. All officers except the President are eligible to succeed themselves without limitation. A first term, current

President may, if nominated, run again, and if re-elected, hold office for a second term, but shall not be eligible for election to a third consecutive term in that office. However, a past President may be nominated and run for the Office of President in future elections, and may again be elected and serve as President, as herein set out above. Officers are inducted into office in the even numbered years at the July Forsyth General Meeting ("F.G.M.") currently held at the Grandfather Mountain Highland Games, near Linville, North Carolina. (E.g. 1998, 2000, 2002, 2004, etc.)

- A. **President:** The President shall be Chief Executive Officer ("CEO") of the Clan Society and as such, oversees all operations and functions. The President is responsible for the F.G.M. In all official processions, the President shall be at the rear unless otherwise dictated by local custom or special circumstances.
- B. **Eastern and Western Vice Presidents:** The Eastern Vice President shall be responsible for representing the President in the eastern United States and shall be charged with the responsibility of overseeing all Regions within his or her jurisdiction. The Western Vice President shall be responsible for representing the President in the western United States and charged with the responsibility of overseeing all regions within his or her jurisdiction. A physical appearance at all Society functions is not required of either Vice President. Each Vice President may communicate with the leadership and membership within his or her jurisdiction by any means available. Either Vice President is authorized to go beyond his or her jurisdiction upon receiving permission of the President to do so. From time to time, either Vice President may be asked by the President or Executive Committee to accept other assignments and duties. If the President becomes unable to fulfill the functions of his or her office, the President may identify either of the Vice Presidents to temporarily assume the President's duties. If the President is completely incapacitated, both Vice Presidents shall jointly perform the duties of the President and lead the Society until the Executive Board elects one of them to become President for the remainder of that current term of office.
- C. **Secretary:** The Secretary shall keep full and accurate records of all transactions of the Clan Society, conduct correspondence as needed, and be the official Society correspondent between this Clan Society and the international Clans and Societies.
- D. **Treasurer:** The Treasurer shall receive all monies collected, and deposit them within twenty (20) days of receipt of same, keep accurate financial records, make withdrawals, issue payment checks as authorized by the current President or the President's appointed successor. The Treasurer shall report the current balance of the Society's funds to the President when asked, and regularly by the end of each even numbered month. An annual report showing an accurate, running account of all transactions and current balances shall be published in time for the F.G.M.
- E. **Membership Secretary:** The Membership Secretary is appointed to office with no time limits set; will receive memberships and dues and keep an accurate accounting; will issue membership cards; will send notices to members failing to renew after the grace period has lapsed; and will forward all checks to the Treasurer within twenty (20) days of receiving them. If the Society's bank

- account is in a bank accessible to the Membership Secretary, arrangements can be made for the Membership Secretary to make direct deposits within the time frame given above, and then immediately notify the President and Treasurer of the transaction, in writing, and of the business conducted. Membership updates are submitted to the Secretary, who shall inform the Leadership needing this information by an agreed upon form of communication. At election time, the Membership Secretary has the responsibility of receiving and counting all ballots from the election held every even numbered year, and reporting the results of the election to the Secretary. See Article IX(C & D). Upon appointment to office, the Membership Secretary shall become a Member of the Executive Committee without limitation as to tenure as a Executive Committee Member.
- F. **Regional Directors:** With Executive Committee approval, Regional Directors shall be appointed, as needed, by the President to serve on the Executive Committee and oversee, guide, teach, and help the State Representatives within that Region. This is also a training position for higher responsibility and understanding within the Society.
  - G. **Society Legal Guardian:** With Executive Committee approval, a Society Legal Guardian shall be appointed, as needed, by the President to assist, guide and consult with the Society in legal matters. The Society Legal Guardian must be a member in good standing with legal training, and shall be a member of the Executive Committee.
  - H. **State Representatives:** Generally each State shall have one representative appointed by the President upon approval of the Executive Committee; however, the State Representative does not become a Member of the Executive Committee by virtue of the said appointment. The appointee may volunteer, or be recommended. This appointment has no time limits set. The State Leader can not officially function outside of his or her assigned State unless authorized by the Society. The duties of the State Representative are to sponsor as many Forsyth tents as possible; to hold together that State's membership and encourage their support and activity; to be the heart and voice of Clan Forsyth Society within that state; and to provide exposure opportunities to "non-member" Cousins. The State Representative shall work closely with the Director of the Region in which his or her state is located; however, the State Representative cannot officially act on behalf of Clan Forsyth outside his or her state except as authorized. As a state group attracts new membership growth, and when the activity is sufficient, the State Representative shall be instrumental in planning and presenting an official application for a State Charter from Clan Forsyth Society of the U.S.A.
  - I. **Special Appointments:** The appointment of a Chaplain, Newsletter Editor, Genealogist, Historian, or other new positions created to supplement or respond to the needs of the Society may be made, as necessary and/or expedient by the President with approval by the Executive Committee.
  - J. **Action Without Meeting:** Action required or permitted to be taken at a meeting of the Executive Committee may be taken without such a meeting if all Committee Members consent to taking such action without a meeting. If all Committee Members so consent, the affirmative vote of the number of Committee Members that would be necessary to authorize or take such action at a meeting

shall be the act of the Executive Committee, except as otherwise provided in these By-Laws. Such consent(s) shall describe the action taken, be in writing, and signed by each Committee Member entitled to vote indicating each signing Committee Member's vote or abstention on the action, and be delivered to the Secretary of the Society and included in the minutes filed with the Society records.

- K. Indemnification:** To the fullest extent allowed by the laws of the State of Utah, both as now in effect and as hereafter adopted or amended, and any other State or Province in which Clan Forsyth has an active presence or is represented, each present and future Officer, Executive Committee Member, or other interested party acting on behalf and under the direction of the Society (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Society.
- L. Vacancy:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Executive Committee for the unexpired portion of the term. An officer at any level who finds that conditions, including, but not limited to, hardship, health, work conflicts, etc., make it necessary that they resign from office should first confer with his or her direct leadership link responsible, and relay their intention to resign and seek leadership advise. The resigning officer shall then submit a written notice to the Secretary of the Society, and the Executive Committee shall then take appropriate steps to fill the vacancy created by the resignation.

(a) The Executive Committee may fill the vacancy by the affirmative vote of a majority of all Committee Members remaining in office.

(c) Removal of Executive Committee Members: The members may remove any one (1) or more Executive Committee Members, with or without cause, at any special meeting that is specifically called for that purpose.

## **ARTICLE VIII - FORSYTH GENERAL MEETING AND OTHER MEETINGS**

The Forsyth General Meeting ("F.G.M.") (formerly known as "Annual General Meeting" or "A.G.M.") shall be held at a time and place designated by the then-current President. The F.G.M. will be held on a Saturday, every two (2) years, in even numbered years. The F.G.M. may or may not be in conjunction with a scheduled Scottish Highland Gathering & Games. Notification of this meeting and/or special issues of concern shall be printed in the newsletter or sent out by special mailings, at least 90 days prior to any F.G.M. so that members have sufficient time to understand and form opinions regarding such issues. Members unable to attend a planned F.G.M. may register comments regarding special issues of concern by mail, e-mail or telephone to the President within one week prior to the set meeting date.

On odd numbered years, the then-current President may plan an official visit to a Scottish celebration or event, hold a special meeting to gather information, suggestions, take and answer questions, or give a current report concerning the Society.

The F.G.M. suggested Order of Business shall be as follows:

1. Clan Society piper music, if available.
2. Call to order: Greetings / Recognitions / Announcements / Instructions.
3. Prayer.
4. Reading of Isaiah 58:12 from the Bible.
5. Reading of the minutes.
6. Reading of reports: Treasurer, Membership Secretary, Secretary, and President.
7. Conduct old business.
8. Conduct new business.
9. Adjournment and pipes, if available.

A. **Special Meetings:** The Society shall hold a special meeting of its members upon the call of the Executive Committee or the President, or upon the written demand(s) to the Secretary by members holding at least ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

B. **Notice of Meetings:** The Society shall notify its members of the date, time and place of each annual and special meeting of members no fewer than ten (10), nor more than forty-five (45), days before the meeting date. The notice of a meeting shall also contain such other information that may be required by these By-Laws.

C. **Waiver of Notice:** A member's attendance at a meeting:

- (a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

- (b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.
- D. **Quorum:** Unless otherwise required by law, ten percent (10%) of the votes entitled to be cast on a matter must be represented at any meeting of the members to constitute a quorum on that matter. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.
- E. **Voting Requirements:** Except as otherwise provided in these By-Laws, action on any matter voted upon at a meeting of the members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action.
- F. **Action by Written Consent:** Action that is required or permitted to be taken at a meeting of the members may be taken without such a meeting if all members entitled to vote on the action consent to taking such action without a meeting. If all of such members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members, except as otherwise provided in these By-Laws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each member entitled to vote on the action, indicate each signing member's vote or abstention on the action, and be delivered to the Secretary of the Society and included in the minutes or Society records.
- G. **Action by Written Ballot:** Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:
1. Indicate the number of responses needed to meet the quorum requirements;
  2. State the percentage of approvals necessary to approve each matter other than election of Officers; and
  3. Specify the time by which the ballot must be received by the Society in order to be counted.

## ARTICLE IX - ELECTIONS AND VOTING

A Steering committee of six (6) members, chaired by the current President and composed of eligible past Presidents, and/or volunteer or appointed members, shall form at or after the F.G.M. in the odd numbered years to access the membership for worthy candidates for national office in upcoming elections. Members wishing to be considered as candidates for office must make their wishes known, in writing, to the current President within 30 days after the F.G.M concludes. A current first-term President may be nominated for re-election, but must have at least a two-thirds (2/3) majority vote as with other candidates nominated. When the business of the Steering Committee is completed, the current President will adjourn the Committee and present the results to the Executive Committee for review and approval.

In the event, a suitable, consenting candidate can not be identified to run for the Office of President, the then-current President now serving a second consecutive term may, with seventy-five percent (75%) positive support from the Executive Committee, remain in office, without election, until a suitable candidate is found and a special sustaining election held.

- A. Only members in good standing for at least two years may be nominated as candidates for an elective office.
- B. Only members in good standing may vote. A Family membership consists of a Forsyth relationship, Spouse, and children living in the home. With regard to the election process, only the bloodline Cousin and their interested Spouses may participate. A Single member that may marry must make application, in writing, to the Executive Committee for a change of membership status and Spouse adoption into Clan Forsyth Society of the U.S.A. After record updates, the Spouse shall be officially adopted and thereafter be granted voting privileges. There shall be one vote per member except as outlined in Article V(B & E) - MEMBERSHIP.
- C. In the last newsletter of an odd year or no later than the first newsletter of the new even numbered year, candidates nominated and found willing to run for office shall be identified. Ballots shall accompany that selected newsletter, and must be completed and mailed back to the Membership Secretary, postmarked not later than 1 March.
- D. Between 6 March and 9 March, ballots shall be counted and tallied by the Membership Secretary and one or two other members appointed by the President or Executive Committee. The results of the election shall be forwarded immediately to the Secretary. The Secretary shall notify the Executive Committee of the results, and then the Candidates shall be notified. The next newsletter will print the results for the membership.
- E. If only one candidate is running for President and election results to sustain are less than 60% by those voting, the election of a "President Elect" is invalid. In such event, the following procedure is followed:
  1. The current President may remain in office, as defined above.
  2. If the current President is unwilling to continue in office at the end of the current term, the "Vice President Elect" shall assume the "Presidency" and the Executive Committee shall select a suitable "Vice President" appointee.

3. If the "Vice President Elect" declines the "Office of President," the Executive Committee shall select an appointee from their Committee to assume the "Office of President" until the next election is scheduled and held.

## **ARTICLE X – CHIEF’S RELATIONSHIP TO THE CLAN**

- A. The Lord Lyon recognizes a Chief as "Head of a Clan."
- B. Our Chief or the Chief’s appointed representative is a welcomed member to any committee or working group the Society forms. The Chief has final authority on all matters dealing with the Clan and the Clan Society. The Chief may appoint or release appointees at the Chief’s absolute discretion.
- C. The appointed Representative conducts business and officially represents the Chief. If no official representative exists or is appointed in the U.S.A., the current President of Clan Forsyth Society of the U.S.A, with consent, shall represent the Chief.
- D. If the situation arises where there is no Chief to head Clan Forsyth, our Society will continue to operate as Clan Forsyth Society of the U.S.A. under these by-laws. Current ties to Clan Forsyth Society of Scotland as structured will continue. If Clan Forsyth Society of Scotland ceases to exist, this (our) Society will continue to operate under these By-Laws, as amended from time to time, and assist those making formal application to the Lord Lyon with valid claim for recognition as our Chief

## **ARTICLE XI - ORGANIZATION**

The states are grouped into Regions with an appointed Regional Director who oversees the Clan Forsyth activities within his or her Region. The states within each Region are entitled to one official Representative. A few states may be directly authorized more Representatives. There are thirteen (13) identified Regions that need Regional Directors. Each Region is comprised of the following States

1. New England:                   CT, MA, ME, NH, RI, VT
2. North Eastern:                DE, MD, NJ, NY, PA, WA-DC
3. Mid Eastern:                   IN, KY, OH, TN, VA, WV
4. South Eastern:                AL, FL, GA, NC, SC
5. Great Lakes:                  IL, IA, MI, WI
6. South Central:                AR, KS, LA, MO, MS

- 7, Texas/Oklahoma: TX, OK
- 8. North Central: MN, NB, ND, SD
- 9. Rocky Mountain: AZ, CO, NM, UT, WY
- 10. Pacific North: ID, MT, OR, WA
- 11. Pacific Coastal: CA, NV
- 12. Alaska
- 13. Hawaiian Islands

## **ARTICLE XII – NON-PROFIT CORPORATION**

This Society was incorporated, non-profit on 17 April 1998, by Dale M. Sandusky in the State of Utah. Incorporated for perpetuity, it is hoped that our Society will grow and exist forever. A checking account was opened at a major bank in the Salt Lake Valley. By Executive Committee approval, this account may be transferred to any bank, anywhere logistically better suited for financial control by the current Treasurer. As a benefit of membership in Clan Forsyth Society of the U.S.A., our Society currently pays full dues annually to our parent Clan Forsyth Society in Scotland in order for each of our members to maintain their dual membership in both our Society and our Parent Society in Scotland.

If conditions ever prevail where this Society must be dissolved, our Society desires that our members continue their membership in our parent Society in Scotland. In light of the foregoing, in the unlikely event our Society is ever dissolved, the assets on deposit in the Society's bank account shall be distributed as follows:

- A. All outstanding financial obligations of this Society shall be satisfied to the extent funds are available for such purpose.
- B. In the event that the Scotland Society is intact, the balance of funds remaining after all bills are paid, together with a current membership list, shall be transferred to the Scotland Society with instructions to transfer each Members' personal membership in Clan Forsyth to the Scotland Clan Forsyth Society. The funds so transferred shall be dedicated as payment of dues, or a portion thereof, for each current U.S.A member until such time as the funds are depleted.
- C. In the event that the Scotland Clan Forsyth Society has also been dissolved, the funds remaining after all bills are paid will be donated in the name of Clan Forsyth Society of the U.S.A. to an American Scottish charitable cause in the United States which is exempt under Section 501(c) of the Internal Revenue Code, as amended from time to time.

## **ARTICLE XIII - EXPENSES**

Clan Forsyth Society of the U.S.A. shall operate from the home or office of the then-current President who oversees all operating entities that might take place in the homes or offices of other elective and appointed Officers. Being a non-profit corporation, there are accrued expenses that must be assumed and paid from the Society's funds.

- A. In-house requests for expenses may be forwarded to the President quarterly, but no less often than semi-annually by the end of June and December of each year. The President as "CEO" shall authorize the Treasurer to draft reimbursements for approved requests.
- B. Selected Forsyth hosted tents at festivals and games may be supplemented with Society funds each year. Upon approval, and with time permitting, completed applications shall be submitted directly to the Treasurer so that a check may accompany the approved application directly to the designated venue. At times, a reimbursement check may be mailed to the Forsyth tent host.
- C. The Society encourages hosted Forsyth tents at new locations, and if funds are available, will help defray expenses when and where possible.
- D. At the discretion of the Executive Committee, dedicated funds to a region may be directed to another Society need. Dedicated funds earmarked for a region and not used cannot be accumulated year to year, nor can special funds given one year to a region be automatically available the following year.
- E. An F.G.M. President's travel grant is designed to supplement transportation costs to and from an F.G.M if the need is properly justified and the funds are available. The F.G.M. is a by-law duty of the Office of President, and may cause a personal hardship. This grant must be applied for, in writing, to the Secretary at least 90 days prior to commencement of the F.G.M. in order that the following steps may be completed in sufficient time for a final determination by the Executive Committee.
  - 1. The Secretary uses a current Treasurer's report when alerting the members of the Executive Committee and forwards the results to the Vice President.
  - 2. If the vote of the Executive Committee is less than a 75% majority, the request is denied.
  - 3. If the vote is 75% positive, the Vice President will confer with the Treasurer to confirm that a draw on current funds will not cause the Society's funds drop below a fixed reserve amount to be determined by the Executive Committee. The Vice President will then render a final decision to the President.

4. A "President Elect" does not qualify for this consideration.

All decisions must always take into consideration the good of the Society. The F.G.M. travel grant is not an automatic, nor a set aside gift, but a condition of consideration based on needs and available funds.

## **ARTICLE XIV - AMENDMENTS**

All proposed amendments to these By-Laws shall be given in writing to the Secretary any time throughout the year. These proposals will be discussed amongst the Executive Committee. Those having merit will be structured in the best English possible and displayed in the newsletter for members to study, evaluate and vote on, by mail, or in person, at the Forsyth General Meeting. Amendments must be approved by a two-thirds (2/3) Majority. Those voting by mail must have their letter postmarked at least twenty (20) days prior to the F.G.M.

New proposals offered at the F.G.M. and proposals too late to be placed in the newsletter will be discussed at the F.G.M. Proposals not detrimental to the smooth operation of the Society during the coming year will be tabled until the next F.G.M. Those proposed amendments voted as critical will be presented to the Executive Committee for review before being placed in the next newsletter, or in a special letter sent to the membership for review. A ballot will be included with the newsletter or mailing that requires a specific return date within 45 days of receipt. Any ballot postmarked later that date will not be considered a valid vote.

Updated and republished this \_\_\_\_ day of \_\_\_\_\_, 2009.

ATTESTED:

APPROVED:

Secretary

President